

INVOICE

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July 12, 2012

Invoice #

16592

OTR Media

40 Fulton Street, 6th Floor
New York, New York 10038
Attn: Michael Eisenberg

Post Bankruptcy

Our File#:

EHB

05276-03

Professional services

Hours Amount

8/25/2011	EHB	Various telecons and email correspondences with Ari Noe and Michael Eisenberg re petition, status of various OTR matters with the City, tax and sale of assets and schedules; additional telecon with Ari Noe re meeting with Van Wagner and dissemination of information.	3.67	1,835.00
8/26/2011	EHB	Meeting with Ari Noe re Fuel offer on one property and various issues at NBC; email correspondence;	1.91	955.00
8/29/2011	EHB	Various telecon with Ari Noe and Michael Eisenberg; Telecon with attorney for Van Wagner; Email correspondence with Jon Dobres, Flexis and VWC; Meeting at Goetz firm with clients and Gary Kushner; Telecon with Charles Pizzara and O'Donough re offer status and related matters; Email correspondence with Fuel re financial information for single asset purchase.	7.75	3,875.00
	EHB	Conference call with clients, Kushner and Coleman ; Correspondence with HCC; Additional telecons with Ari Noe and Michael Eisenberg re Fuel , financial status , filing, Met Bank and other issues;	6.00	3,000.00
8/30/2011	EHB	Review VWC changes to NDA; email correspondence with HCC, AN and ME; Various Telecons with Ari Noe and Michael Eisenberg re status.	2.08	1,040.00
8/31/2011	EHB	Various Telecons and email correspondence with Ari Noe re Fuel, Bankruptcy and other issues; email correspondence with Ari Noe, Michael Eisenberg, Gary Kushner and Ron Coleman;	2.58	1,290.00
9/2/2011	EHB	review temporary restraining order; email correspondence with clients and counsel;	0.75	375.00
9/5/2011	HCC	Review Kleinman letter; Work on Yung Bros. matter (stipulation; Exchanges of communications with NYC counsel)	1.37	683.33

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	9/6/2011	EHB Review draft letter to landlords and advertisers drafted by Ron Coleman; email correspondence with Ron Coleman;	0.75	375.00
S	9/7/2011	EHB Email correspondence re asset sale; review letters to and from City re filing and other issues;	1.22	610.00
	9/8/2011	EHB Correspondence with Gary Kushner, Ron Coleman, Ari Noe and Michael Eisenberg;	0.87	435.00
	9/9/2011	EHB Telecon with Ari Noe re status;	0.67	333.33
L		EHB Conference call with Fuel executives and OTR re W 33rd Street asset, petition filing, and terms and conditions of existing lease; email correspondence with clients; telecons with Ari Noe and Michael Eisenberg;	1.75	875.00
	9/12/2011	HCC Participation in court conference via telephone.	1.50	750.00
L	9/15/2011	EHB Email correspondence with Fuel attaching W 33rd Street lease; review leases and amendments; email correspondence with clients; telecon with Ari Noe;; review violations spreadsheet; email correspondence with Ron Coleman; telecon with Ari Noe; telecon with Michael Eisenberg; email correspondence with Moshe Mintz;	2.33	1,166.67
		HCC Meeting with client to discuss Walton Avenue sign issue.	0.85	425.00
S	9/20/2011	EHB Email with Fuel re status of asset offer; email with Ari Noe re same;	0.42	208.33
S	9/22/2011	EHB Email correspondence with Ari Noe and Fuel re asset purchase;	0.67	333.33
	9/27/2011	HCC Review Holzer affidavit.	1.59	794.44
	9/28/2011	HCC Attend hearing in bankruptcy court.	3.50	1,750.00
S	10/4/2011	EHB Email and Telecon with Ari Noe re discussions with Flexis re sale; correspondence with HCC;	0.92	458.33
		HCC Exchanges of communications with counsel for Ladder 3; Exchanges of communications with bankruptcy counsel regarding withdrawal of claim.	0.50	250.00
S	10/5/2011	EHB Telecon with Ari Noe re various assets proposed to Flexis and strategy re sale in bankruptcy context;	0.75	375.00
		HCC Preparation for and participation in conference call.	3.52	1,760.00
		HCC Exchanges of communications with appeals company and City attorney. (838 6th Avenue)	0.30	150.00
S	10/6/2011	EHB Emails and telecons with Ari Noe re Flexis proposal and calls with Friedman; review NDA for transmittal to Albert Cohen re possible asset sale;	0.75	375.00
		HCC Telephone conference with Mr. Noe; Research regarding sign/structure issue	0.80	400.00
	10/7/2011	HCC Participation in conference call regarding Bruckner property.	0.69	343.61
	10/10/2011	HCC Meeting with client and other counsel.	2.50	1,250.00
	10/28/2011	EHB Joint telecom with Ari Noe, Jeremy Temkin and Gary Kushner re various issues affecting OTR, asset sale and bankruptcy proceeding; email correspondence with Jeremy Temkin;	1.17	583.33

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L	11/2/2011	EHB Email and telecon with Ari Noe re Total Flexis offer; review draft agreement; email with Gary Kushner and J. Temkin;	1.42	708.33
	11/3/2011	HCC Initial review of responsive brief; Initial drafting.(838 6th Avenue)	1.68	842.08
S	11/4/2011	EHB Telecon with Ari Noe re parameters of Flexis transaction and procedure in BC;	0.67	333.33
		HCC Preparing response; Exchanges of communications with adverse counsel. (838 6th Avenue)	0.93	463.06
S	11/7/2011	EHB Telecon with Ari Noe re Flexis/Total offer; email correspondence with Ari Noe and Michael Eisenberg;	0.92	458.33
	11/8/2011	EHB Email correspondence with Ari Noe re status of purchase and call with other counsel; telecom with Ari Noe and Gary Kushner;	0.42	208.33
	11/9/2011	HCC Review papers filed by Ms. Harris regarding 59 4th Avenue.	0.21	104.31
L		HCC Telephone conference with Mr. Kushner regarding the appeal and the need for additional time; Telephone conference with City counsel; Telephone conference with First Department; Prepare stipulation.	2.06	1,030.69
	11/10/2011	EHB Telecon with Ari Noe re Flexis proposal; email correspondence with Michael Eisenberg and Ari Noe re W 33rd Street valuation; email Dobres re counter-proposal to Flexis/Total offer;	0.92	458.33
	11/14/2011	EHB Email correspondence with Ari Noe re West 33rd Street property and issues with City; review materials;	0.75	375.00
S	11/15/2011	EHB Review revised offer from Flexis/Total; email correspondence with Ari Noe re same;	0.75	375.00
S	11/21/2011	EHB Email correspondence with Jon Dobres re Flexis offer;	0.42	208.33
S	11/23/2011	EHB Telecon with Ari Noe re Flexis offer on 33rd Street;	0.25	125.00
	11/28/2011	HCC Telephone conference with client regarding 59 4th and Yung.	0.40	200.00
	11/29/2011	HCC Drafting reply brief.	6.16	3,080.00
		HCC Exchanges of communications with all counsel regarding retention of outside counsel; Exchanges of communications with Ms. Harris regarding BSA submission.	0.93	466.67
	12/6/2011	HCC Research and drafting of Yung reply brief.	5.10	2,551.67
	12/8/2011	HCC Drafting Yung reply brief.	1.75	875.00
		HCC Telephone conference with Mr. Kushner regarding 59 4th Avenue strategy issues; Exchanges of communications with attorney for 59 4th.	0.40	200.00
	12/12/2011	HCC Drafting 838 Reply brief; Email to 59 4th Ave. attorney; Research regarding 52-61, Toys-R-Us, etc. (838 6th Avenue)	2.75	1,375.00
	12/13/2011	EHB Meet with Ari Noe, Michael Eisenberg and bankruptcy counsel re next steps.	2.42	1,208.33
		HCC Finalize brief for 838.	2.50	1,250.00

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12/14/2011	EHB	Meet with Michael Eisenberg at NBC re various issues; various email correspondence with Ari Noe and counsel;	2.33	1,166.67
12/21/2011	EHB	Telecon with Ari Noe re various.	0.42	208.33
L 1/3/2012	HCC	Telephone conference with client; Telephone conference with Mr. Kushner; Review motion.	1.23	612.78
1/4/2012	EHB	Telecon with Ari Noe re status of various OTR matters;	0.58	291.67
L	HCC	Teleconference with client regarding strategy; Research regarding appeals.	2.00	1,000.00
1/5/2012	EHB	Telecon with Michael Eisenberg re status of proceedings, settlement with City and prospective sale of assets;	0.75	375.00
	HCC	Telephone conference with client regarding strategy.	0.40	200.00
L 1/6/2012	EHB	Joint telecon with Ari Noe, and all lawyers, re significance and strategies of various issues surrounding OTR bankruptcy and related issues; email correspondence with counsel and clients;	1.20	600.00
	HCC	Telephone conference with client regarding 59 4th and Yung.	0.40	200.00
1/9/2012	EHB	Email correspondence with Ari Noe re status;	0.33	166.67
	HCC	Exchanges of communications with client.	0.40	200.00
1/10/2012	EHB	Email correspondence with Ari Noe re next steps; telecon with Ari Noe re same.	0.42	210.00
	EHB	Various Telecons with Ari Noe re status of sales and other issues	1.09	545.00
	HCC	Provide information regarding current matters; Exchanges of communications with client.	0.71	355.00
1/12/2012	EHB	Email correspondence with counsel and clients; telecon with Ari Noe;	0.50	250.00
1/20/2012	HCC	Telephone conference with client regarding 838 Sixth appeal.	1.50	750.00
1/27/2012	EHB	Various email correspondence with Ari Noe and counsel re meeting;	0.33	166.67
2/1/2012	HCC	Telephone conference with client; Telephone conference with Mr. Kushner; Review motion .	1.23	612.78
	EHB	Email correspondence and telecons with Ari Noe and Michael Eisenberg;	0.92	458.33
2/7/2012	EHB	Teleconference with Ari Noe and Ron Coleman re work out strategies; review revised Coleman letter; email correspondence.	0.80	400.00
	HCC	Exchanges of communications with other counsel regarding creditors and City.	1.20	600.00
2/8/2012	EHB	Joint telecon with Michael Eisenberg, Ari Noe and Gary Kushner re various issues;	1.42	708.33
2/12/2012	HCC	Research regardin 54 9th; Exchanges of communication with client rgardin same.	3.00	1,500.00

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S	2/13/2012	EHB	Telecon with Ari Noe re status of bankruptcy proceedings and asset sale developments;	0.75 375.00
		HCC	Exchanges of communications with other counsel and client.	1.50 750.00
	2/22/2012	EHB	Email correspondence with Ari Noe; review Lamar lease and decision involving Van Wagner;	1.17 583.33
	3/1/2012	HCC	Telephone conference with client regarding Yung Appeal; Telephone conference with Mr. Sternberg, Corp. Counsel's office.	0.40 200.00
		EHB	Various email and telecons with clients and counsel re bankruptcy filing, schedules, issues and strategies;	1.42 708.33
	3/2/2012	EHB	Email correspondence with Ari Noe re status;	0.42 208.33
	3/5/2012	HCC	Exchanges of communications with Mr. Kleinman regarding 838 Sixth Avenue.	0.30 150.00
	3/6/2012	HCC	Telephone conference with Mr. Eisenberg regarding lease for former OTR space; Quick research regarding mitigation.	0.40 200.00
	3/9/2012	EHB	Review Lamar settlement agreement; email correspondence with Gary Kushner;	0.58 291.67
	3/12/2012	EHB	Email correspondence with Ari Noe re status; Telecon with Ari Noe;	0.92 458.33
L		HCC	Exchanges of communications with 59 4th's attorney; Exchanges of communications with Lamar's counsel.	1.71 853.75
		HCC	Exchanges of communications with Mr. Tsimopolous's office; Exchanges of communications with client.	0.30 150.00
	3/13/2012	HCC	Exchanges of communications with client regard appeal of Yung decision.	0.30 150.00
L	3/14/2012	EHB	Telecons with Ari Noe and Michael Eisenberg re current financial position of the company, potential asset sales, and secured lender; email correspondence with Gary Kushner;	1.92 958.33
	3/16/2012	EHB	Telecon with Gary Kushner re asset transaction status and related issues;	0.42 208.33
	3/19/2012	HCC	Review Yung appeal papers.	0.95 472.78
L		HCC	Review email from client regarding Lamar structure on 11th avenue, and attached documents; Email to client; Telephone conference with client; Call to Corporation Counsel's office regarding appeal.	1.78 887.92
	3/20/2012	EHB	Meet with Ari Noe, Michael Eisenberg and bankruptcy counsel re next steps;	2.42 1,208.33
	3/22/2012	HCC	Telephone conference with Mr. Eisenberg regarding Syms matter; Telephone conference with Mr. Kushner.	0.47 233.33
	3/23/2012	HCC	Review City submission.	0.75 375.00
	4/16/2012	HCC	Telephone conference with Mr. Noe regarding Covenant House location.	1.00 500.00
	4/23/2012	HCC	Review Convent House rulings. Review Wan Wagner decision.	1.02 511.11

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4/24/2012	HCC Telephone conference with client regarding 838 6th Avenue ECB hearing.	0.40	200.00
4/25/2012	EHB Joint teleco with Ari Noe, Michael Eisenberg and Gary Kushner re status report and various other issues; conferences with HCC re same;	1.25	625.00
4/27/2012	EHB Email correspondence with Ari Noe re city action on signs;	0.42	208.33
5/31/2012	EHB Telecon with Ari Noe re status of plan and proceedings and issued with Fuel infringement of NDA;	0.92	458.33
6/1/2012	EHB Email correspondence with Ari Noe re Fuel violations of NDA;	0.33	166.67
	HCC Telecon with Ari Noe.	0.40	200.00
7/9/2012	EHB Telecon with Ari Noe;	0.50	250.00
	HCC Telecon with Ari Noe.	0.30	150.00
For professional services rendered		136.52	\$68,220.92
Additional charges:			
9/26/2011	Courier Service		21.00
12/7/2011	Westlaw research		20.77
12/12/2011	Westlaw research		96.59
Total costs			<u>\$138.36</u>
Total amount of this bill			<u>\$68,359.28</u>
Balance due			<u><u>\$68,359.28</u></u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Edward H. Burnbaum	70.48	500.00	\$35,211.61
Howard C. Crystal	66.04	500.00	\$33,009.31